



CRITERIA FOR MEMBERS OF THE BOARD OF COMMISSIONERS

Criteria for the Board of Commissioners of Bank Mandiri that have been regulated in the Articles of Association of the Liability Company are as follows:

1. Having good character, morals, and integrity;
2. Being competent in performing legal acts;
3. Within 5 (five) years prior to appointment or during the office, he/she:
 - a. is never declared bankrupt;
 - b. never becomes a member of the Board of Directors and/or member of the Board of Commissioners who is declared as guilty and causes a company to be declared as bankrupt;
 - c. is never penalized for committing a criminal act which causes adverse impact to the country's finance and/or to anything related to financial sector; and
 - d. never becomes a member of the Board of Directors and/or member of the Board of Commissioners who, during his/her tenure:
 - never holds Annual GMS;
 - its responsibility as a member of the Board of Directors and/or members of the Board of Commissioners is never; accepted by the GMS or never giving accountability as a member of the Board of Directors; and/or members of the Board of Commissioners to the GMS; and
 - once caused the companies which obtains permission, approval, and registration from Financial Services Authority to fail in fulfilling their obligation to submit annual report and/or Financial Services Authority.
4. has commitment to comply to the laws and regulations;
5. has knowledge and/or expertise in the fields required by the Company; and
6. fulfills other specified requirements.

NOMINATION AND SELECTION PROCESS OF BOARD OF COMMISSIONERS

The procedure for the appointment of Bank Mandiri Board of Commissioners refers to Financial Services Authority Regulation No. 33/POJK.04/2014 concerning Board of Directors and Board of Commissioners of Issuers or Public Companies as well as Minister of SOE Regulation No. PER-02/MBU/02/2015 concerning Requirements and Procedures for the Appointment and Dismissal of Members of Board of Commissioners and Supervisory Board of State-Owned Enterprises. The procedures for the appointment of Board of Commissioners include:

1. Sources of prospective SOE Board of Commissioners /

Board of Commissioners candidates come from:

- a. Former BUMN Director.
- b. BUMN Board of Commissioners / Supervisory Board.
- c. Structural Officers and Government Functional Officers.
- d. Another source.
2. A candidate who will be determined to be a candidate for the Board of Commissioners, is someone who has been declared to have met the Formal Requirements, Material Requirements, and Other Requirements.
3. Assessment of fulfillment of Material Requirements, carried out by: i. assessing curriculum vitae and supporting documents; and ii. specifically to evaluate integrity, it is carried out with a written statement from the candidate concerned as stated in Attachment II to this Ministerial Regulation; and / or iii. Interview.
4. With respect to certain SOEs determined by the Minister, candidates for President Commissioner / Members of the Board of Commissioners must follow the fit and proper test conducted by a Professional Institution appointed by the Minister to conduct a fit and proper test of candidates for the Directors.
5. Specifically for State-Owned Banks, prospective candidates to be presented at the GMS are assessed by a Team formed by the Minister by involving the Chair of the Committee of the Board of Commissioners who performs the Nomination function. If the Chair of the Committee of the Board of Commissioners referred to is absent, it can be replaced by a member of the Committee from the Independent Commissioner who performs the Nomination function.

The process of nominating and selecting the Board of Commissioners is carried out through the proposal of the members of the Board of Directors to the GMS by taking into account the recommendations of the Board of Commissioners and the Remuneration and Nomination Committee. Prior to the discussion on the appointment and dismissal of the Board of Commissioners in the GMS, information was provided on the profiles of new and reappointed candidates for the Board of Commissioners.

BOARD CHARTER GUIDELINES AND RULES FOR WORK

In carrying out its duties, the Board of Commissioners of Bank Mandiri is guided by the Board of Commissioners' Guidelines and Rules which are approved based on the Decree of the Board of Commissioners No. KEP. KOM / 014/2019 dated September 25, 2019. The Board of Commissioners' Guidelines and Charter contain instructions for the Board of Commissioners' work procedures and explain the stages of activities in a structured and systematic manner and are easy to understand and can be carried out consistently. The

Board of Commissioners Standing Orders are a reference for the Board of Commissioners in carrying out their respective duties to achieve the Company's goals.

The Board of Commissioners' Guidelines and Regulations regulate the following matters:

1. General Provisions
2. Duties, Responsibilities and Authority
 - a. Duties, Obligations and Responsibilities
 - b. Rights and Powers of the Board of Commissioners
 - c. Information Disclosure and Conflict of Interest
 - d. Committee
 - e. Secretary of the Board of Commissioners
3. Board of Commissioners Meeting
 - a. Meeting Quorum Types and Quorums
 - b. Guest Participants in the Board of Commissioners' Meeting
 - c. Chairperson of the Meeting
 - d. Meeting materials
 - e. Meeting Decision
 - f. Minutes of meetings
 - g. Meeting Summons and Organizations
4. Working Mechanism
 - a. Assignment of duties
 - b. Commissioner Working Time
 - c. Signing of Documents

- d. Business trip
- e. Performance Evaluation of the Board of Commissioners
5. Others
 - a. Work Ethics and Corporate Culture
 - b. Continuing Education
 - c. Change
6. Closing

COMPOSITION AND BASIS FOR BOARD OF COMMISSIONERS

All Board of Commissioners have passed fit and proper without records and have obtained approval from the OJK, indicating that each member of the Board of Commissioners has adequate integrity, competence and financial reputation in accordance with OJK Regulation Number 27 / POJK.03 / 2016 concerning Capability and Compliance Assessment for The Main Party of Financial Services Institution stating that prospective members of the Board of Commissioners must obtain approval from the OJK before carrying out its actions, duties and functions as a Board of Commissioners.

During 2019, the composition of the members of the Company's Board of Commissioners underwent several changes as explained below.

COMPOSITION AND BASIS FOR APPOINTMENT OF THE COMPANY'S BOARD OF COMMISSIONERS BEFORE THE EXTRAORDINARY AGM DATED 28 AUGUST 2019

The composition of the Board of Commissioners before the Extraordinary General Meeting of Shareholders on 28 August 2019 was 8 (eight) people consisting of 1 (one) President Commissioner / Independent Commissioner, 1 (one) Deputy President Commissioner, 3 (three) Independent Commissioners and 3 (3) three) Commissioners. All members of the Board of Commissioners are domiciled in the working area of the Bank Mandiri Head Office. The composition and basis for appointment of the Board of Commissioners can be seen in the table below.

Table of Composition and Basis of Appointment of the Board of Commissioners

Name	Position	Implementing fit and proper test	Rapture Basis	Effective date
Hartadi Agus Sarwono	President Commissioner/ Independent Commissioner	Financial Services Authority	Extraordinary General Meeting of Shareholders on August 21, 2017	November 15, 2017
Imam Apriyanto Putro	Deputy Chief Commissioner	Financial Services Authority	Annual General Meeting of Shareholders on March 16, 2015	June 11, 2015
Goei Siauw Hong	Independent Commissioner	Financial Services Authority	Annual General Meeting of Shareholders on March 16, 2015	June 25, 2015
Bangun Sarwito Kusmulyono	Independent Commissioner	Financial Services Authority	Annual General Meeting of Shareholders on March 16, 2015	June 25, 2015
Makmur Keliat	Independent Commissioner	Financial Services Authority	Annual General Meeting of Shareholders on March 16, 2015	September 25, 2017
Askolani	Commissioner	Financial Services Authority	Extraordinary GMS on 21 May 2014 and was reappointed at the Annual GMS on 16 May 2019	September 3, 2014
Ardan Adiperdana	Commissioner	Financial Services Authority	Annual General Meeting of Shareholders on March 21, 2016	October 3, 2016
R. Widyo Pramono	Commissioner	Financial Services Authority	Extraordinary General Meeting of Shareholders on August 21, 2017	January 15, 2018